

Description

Revisions of the Bylaws for the Tuscany Community Association are based upon the Association's Bylaws, Version 3.0, as approved at the Annual General Meeting, April 18, 2007.

Version 3.3 standardized content and reflects standards established by the Muttart Foundation, an Alberta Not-for-profit Corporation that supports Board development and improvement of governance practices in the sector.

Version 3.3 also supplemented and reflects content that results from a benchmarking exercise against similar Not-for-profit organizational documentation from the Scenic Acres Community Association as well as the Canadian Association for Disabled Skiing – Alberta.

Version 3.4 changes the Fiscal Year of the Association from April 1st to March 31st to that of the Calendar Year, January 1st to December 31st.

History

Version	Description	Author	Date
3.0	Base version	Unknown	Approved April 18, 2007
3.1	Initial DRAFT revision	J. John Stone	April 15, 2015
3.2	Updated DRAFT revision	J. John Stone	April 29, 2015
3.3	Updated DRAFT revision	J. John Stone	April 30, 2015
3.3	Approved FINAL version	J. John Stone	May 27, 2015
3.4	Fiscal Year revised	J. John Stone	April 13, 2016
3.4	Approved FINAL version	J. John Stone	May 20, 2016

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1. Article 1 – Preamble

1.1 The Society

The name of the society is the Tuscany Community Association, which may also be known or referred to as the TCA, the Association or the Society.

1.2 The Bylaws

The following Articles set forth Bylaws of the Tuscany Community Association of Alberta.

2. Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 **Annual General Meeting**, or AGM, means the annual general meeting described in Article 6.1.
- 2.1.3 **Association** means the Tuscany Community Association.
- 2.1.4 **Board** means the Board of Directors of the Association.
- 2.1.5 **Budget** means the Association's annual financial plan to fund the Business Plan and associated activities.
- 2.1.6 **Business Plan** means the Association's established goals, objectives, activities and intentions for the fiscal year.
- 2.1.7 **Bylaws** means the Bylaws of this Society as amended.
- 2.1.8 **Director** means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 2.1.9 **Executive** or **Executive Committee** means the Committee comprised of the President, Vice President, Treasurer and Secretary positions.
- 2.1.10 **Ex officio** means "by virtue of one's position". Without exception, ex officio members have exactly the same rights and privileges, as do all other members, including the right to vote.
- 2.1.11 The **Fiscal Year** of the Association is January 1st through December 31st.
- 2.1.12 **General Meeting** means the Annual General Meeting or a Special Meeting.
- 2.1.13 **Mail** means notice by telephone, fax, electronic mail, Community Association newsletter, posting on the Community Association website, or posting on clearly visible signs located at entrances to the community.
- 2.1.14 **Member** means a Member of the Association in good standing.
- 2.1.15 **Officer** means any Officer listed in Article 7.2.
- 2.1.16 **Registered Office** means the registered office for the Association.

- 2.1.17 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.
- 2.1.18 **Society** means the Tuscany Community Association.
- 2.1.19 **Special Meeting** means the special meeting described in Article 6.2.
- 2.1.20 **Special Resolution** means a resolution:
- a) passed at a General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
 - b) proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or,
 - c) agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.21 **Standing Committee** means a Committee convened for an ongoing Association purpose and chaired by a Director.
- 2.1.22 **Strategic Plan** means the Association's long-term goals with the specified Objectives and supporting actions required to achieve these goals. The Strategic Plan normally covers a three- to five-year horizon and is reviewed annually.
- 2.1.23 **Sub-Committee** means a Committee convened for a specific Community-based initiative under the governance at least one Director, usually intended to exist only until the initiative is concluded. The Chair of a Sub-Committee may be either a Director or a Member of the Association.
- 2.1.24 **Voting Member** means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Gender: references to "he" or "his" shall apply equally to she or her, and vice-versa.
- 2.2.3 Corporation: words indicating persons also include corporations.
- 2.2.4 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.5 Liberal Interpretation: these Bylaws must be interpreted broadly and generously. The Board's interpretation is binding and final.

2.3 Rules of Order

2.3.1 Resolution of Matters not Covered by the Bylaws

In the event of matters rising not covered by the Bylaws, rules will be applied as stated in the most current version of "Roberts' Rules of Order".

3. Article 3 – Objects of the Society

The objects of the Society are detailed in the Article of Incorporation.

4. Article 4 – Boundaries

The boundaries of the society are to be known as:

- Crowchild Trail on the North
- Nose Hill Drive to the South
- Stoney Trail to the East
- Twelve Mile Coulee Road to the West

5. Article 5 - Membership

5.1 Classification of Members

There are two categories of Members:

- a) Full Members; and,
- b) Associate Members

5.2 Application for Membership

5.2.1 A prospective Member must:

- a) be at least 18 years of age at the time of application;
- b) complete a membership application form; and,
- c) pay the prescribed membership fee.

5.2.2 Full Membership

Any person residing within said boundaries may become a member by payment of the fee and upon fulfillment of any other established membership requirement of the Society.

5.2.3 Associate Membership

Any person not residing within the boundaries of the Society may become an associate member of the Society by payment of the fee but shall not be entitled to vote at meetings nor to serve on the Board of Directors.

An associate member may attend meetings and can speak at a meeting at the invitation of the Chair.

5.3 Admission of Members

Any individual, 18 years of age or older at the time of application, may become a Member in the appropriate category by meeting the requirements in Article 5.2.

The individual will be entered as a Member under the appropriate category in the Register of Members.

5.4 Membership Fees

5.4.1 Membership year

The membership year is January 1 to December 31.

5.4.2 Setting Membership Fees

The Membership fee for Full Members shall be determined, from time to time, by the Members at a General Meeting.

The Board shall determine the annual membership fee for Associate Members.

5.4.3 Payment Date for Fees

The annual membership fees must be paid on or before January 1 of every year.

If fees are not paid within ninety (90) days of the established date, the member in default shall thereupon cease to be a member of the Society and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

A member may be reinstated to membership by the Board of Directors upon presentation of satisfactory evidence of payment.

Membership fees will not be pro-rated.

5.5 Rights and Privileges of Members

5.5.1 Any Member in good standing is entitled to:

- a) receive notice of meetings of the Society;
- b) attend any meeting of the Society;
- c) speak at any meeting of the Society; and,
- d) exercise other rights and privileges given to Members in these bylaws.

5.6 Restrictions on Members

5.6.1 No member shall take it upon himself to commit the time, resources, or finances of the Society, its Board of Directors or staff without prior approval of such a commitment at a duly constituted meeting of the Board of Directors.

5.7 Voting Members

Only a Full Member in Good Standing can vote at meetings of the Society.

A voting Member is entitled to one (1) vote at a meeting of the Society.

5.8 Member in Good Standing

A Member shall be considered to be in good standing if the Member:

- a) has paid membership fees or other required fees to the Society;
- b) has satisfied the requirements for membership as established by the Society and in keeping with the registered Bylaws of the Society; and,
- c) is not suspended as a Member as provided for under Article 5.9.

5.9 Suspension of Membership

5.9.1 Decision to suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership, for a period not to exceed three (3) months, for one or more of the following reasons. The Member:

- a) has failed to abide by the Bylaws;
- b) has been disloyal to the Society;
- c) has disrupted meetings or functions of the Society; or
- d) has done or failed to do anything judged to be harmful to the Society.

5.9.2 Notice to the Member

5.9.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not.

5.9.2.2 The Member will receive at least two (2) weeks notice before the Special Meeting.

5.9.2.3 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. An Officer of the Board may also deliver the notice.

5.9.2.4 The notice will state the reasons why suspension is being considered.

5.9.3 Decision of the Board

- 5.9.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- 5.9.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.
- 5.9.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 5.9.3.4 The decision of the Board is final.

5.10 Termination of Membership

5.10.1 Resignation or Withdrawal

- 5.10.1.1 Any Member may resign or withdraw from the Society by sending or delivering a written notice to Board through the Secretary or President of the Association.
- 5.10.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.10.2 Death

The membership of a Member is ended upon his death.

The membership may, with the approval of the Secretary, be transferred to a surviving adult member of the household for the balance of the original membership term.

5.10.3 Deemed Withdrawal

- 5.10.3.1 If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.
- 5.10.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.10.4 Expulsion

- 5.10.4.1 The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel a Member for any cause deemed to be sufficient in the interests of the Society. The affirmation of at least two-thirds (2/3) of the vote cast by the membership attending the Special Meeting called in that matter is required to expel the Member.

5.10.4.2 The Secretary of the Society shall give a member who has been recommended for suspension notice at least one (1) week prior to the Special Meeting, at which time said Member shall have the opportunity to be heard or to submit a statement in writing.

5.10.4.3 This decision is final.

5.10.4.4 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

5.11 Reinstatement of a Member

Former Members who have been expelled may apply for re-instatement one (1) calendar year after the effective date of the expulsion.

The Board will review these situations on a case-by-case basis and consider evidence that conditions for expulsion no longer exist.

Reinstatement to the Society membership requires affirmation of at least two-thirds (2/3) of the vote cast by the membership at a Special Meeting called for that purpose.

5.12 Disputes and Arbitration

Members may seek to resolve disputes, arising out of the affairs of the Society, first through mediation, but if unsuccessful, then through arbitration and the decision made shall be binding on all parties. The mediator or arbitrator will be selected and agreed upon by both parties.

5.13 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

However, a membership may, with the approval of the Secretary, be transferred to a surviving adult member of the household for the balance of the original membership term.

5.14 Continued Liability for Debts Due

Where a Member may cease to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

5.15 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

6. Article 6 – Meetings of the Society

6.1 The Annual General Meeting

- 6.1.1 The Annual General Meeting of the Society shall be held on or before June 15th of each year.
- 6.1.2 Meeting notice shall be given to all members with twenty-one (21) days notice by one of or a combination of the following means: telephone; fax; electronic mail; Community Association newsletter; posting on the Community Association website; or, posting on clearly visible signs located at entrances to the community.
- 6.1.3 Meeting notice shall state the place, date and time of the Annual General Meeting, and the nature of any business requiring a Special Resolution.
- 6.1.4 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) the President's Report of the previous year's activities;
- d) reports from the Standing Committees;
- e) the Treasurer's report, reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- f) any other business of the Society, except that no vote shall be taken upon any matter for which notice of a special resolution is required, unless such notice has been given;
- g) appointment of a qualified Auditor for the ensuing year;
- h) election or appointment of Directors, not including the immediate Past President, for the ensuing term;
- j) considering matters specified in the General Meeting notice; and,
- k) other specific motions that any member has given notice of before the General Meeting was called.

The order of business of the Annual General Meeting shall be at the discretion of the Chair of the meeting provided that, in general, business and reports relating to the preceding fiscal year of the Society shall precede the election of the Directors and the appointment of the Auditor.

6.2 Special Meeting of the Society

6.2.1 Calling of Special Meeting

6.2.1.1 A Special Meeting may be called at any time by the President or Secretary upon receipt of:

- a) a resolution of the Board of Directors to that effect;
- b) the written request of at least five (5) Directors; or
- c) a petition signed by 15% of the members in Good Standing or 100 members in Good Standing – whichever is fewer.

6.2.1.2 The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting.

6.2.2 Notice

6.2.2.1 Meeting notice shall be given to all members with fifteen (15) days notice by telegram, telephone, fax, electronic mail, Community Association newsletter, posting on the Community Association website, or posting on clearly visible signs entering the community.

Meeting notice shall state the place, date and time of the Special Meeting, and the nature of any business requiring a Special Resolution.

6.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

6.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

6.3 Proceedings at a General Meeting

6.3.1 Attendance by the Public.

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

6.3.2 Quorum

Attendance by 20 Members in Good Standing is a quorum at a General Meeting.

6.3.3 Failure to Reach Quorum

In the event that less than the minimum number of the Members is present at a General Meeting, Members shall not be empowered to conduct any business for the Association, but shall have the authority to adjourn the meeting for a minimum of one (1) hour.

In the event that, after the adjournment, the minimum number of the Members is still not present as described, the meeting may reconvene and those Members actually present shall constitute the quorum for the transaction of the business of the Society that comes before it.

6.3.4 Presiding Officer

The President chairs every General Meeting of the Society. The Vice President presides in the absence of the President.

If neither the President nor the Vice President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

6.3.5 Adjournment

6.3.5.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

6.3.5.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

6.3.5.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

6.3.6 Voting

- 6.3.6.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.
- 6.3.6.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 6.3.6.3 A Voting Member may not vote by proxy.
- 6.3.6.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 6.3.6.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 6.3.6.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 6.3.6.7 Members may withdraw their request for a ballot.
- 6.3.6.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

6.3.7 Failure to Give Notice of meeting

No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

6.3.8 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

7. Article 7 – The Governance of the Society

7.1 The Board of Directors

7.1.1 Governance and Management of the Society

The Society shall be managed by a Board of Directors, which, subject to the Bylaws or directions given it by majority vote at any General Meeting properly called and constituted, has full control and management of the business and affairs of the Society.

The Board may engage a paid administrator to carry out management functions under the direction and supervision of the Board.

7.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a) promoting the objects of the Society;
- b) promoting membership in the Society;
- c) maintaining and protecting the Society's assets and property;
- d) approving an annual budget for the Society;
- e) paying all expenses for operating and managing the Society;
- f) paying persons for services and protecting persons from debts of the Society;
- g) investing any extra monies;
- h) financing the operations of the Society, and borrowing or raising monies;
- i) making policies for managing and operating the Society;
- j) approving all contracts for the Society;
- k) maintaining all accounts and financial records of the Society;
- l) Appointing legal counsel, as necessary;
- m) making policies, rules and regulations for operating the Society and using its facilities and assets;
- n) selling, disposing of, or mortgaging any or all of the property of the Society; and,
- o) without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

7.1.3 Composition of the Board

The Board consists of:

- a) the President;
- b) no less than six (6) and no more than 14 Directors-at-large, elected at the Annual General Meeting from among the Voting members; and,
- c) the immediate Past President.

7.1.4 Election of the Directors

7.1.4.1 Membership in the Society

Any candidate for election for the position of Director, shall, at the time of nomination and, if elected, throughout the term of office, be a Member of the Society.

7.1.5 Board elections and terms

- 7.1.5.1 Directors are elected at an Annual General Meeting for a period of two (2) years. Each Director can hold office for a term expiring at the dissolution of the second Annual General Meeting following their election.

7.1.6 Nominations

- 7.1.6.1 The presiding executive shall, three (3) months prior to the Annual General Meeting, appoint a nominating committee consisting of two (2) members of the Board and the Past President, who shall act as Chairman of the nominating committee.
- 7.1.6.2 The committee shall prepare a slate of nominations of Board members to be presented to the Board, prior to presentation at the Annual General Meeting.
- 7.1.6.3 The slate of nominations shall be presented to the membership for voting. Nominations from the floor for position as a Director shall be accepted.

7.1.7 Voting

- 7.1.7.1 Every member in good standing is entitled to one (1) vote.
- 7.1.7.2 In a poll, votes must be given personally. The election will be by a show of hands unless any member requests a ballot.
- 7.1.7.3 The affirmation of a simple majority of the votes cast by the Members attending the Annual General Meeting is required to elect a Director.

7.1.8 Term of Office

- 7.1.8.1 Voting members may elect any Director of the Board for a maximum of three (3) consecutive terms.

7.1.8.2 After serving a third consecutive term, a Board Member shall either step down for at least one (1) year or switch to a different portfolio unless the Board passes a Special Resolution to keep them in their portfolio at a General Meeting;

7.1.8.3 The President can only serve for a maximum of three (3) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.

7.1.8.4 The immediate Past President is an ex officio member of the Board and normally serves for one (1) year in this role in order to assist with transition.

7.1.9 End of Membership in Society

A Director ceases to be a Director when he ceases to be a Member of the Society.

7.1.10 Vacant Board Positions

7.1.10.1 Respecting the limits on Board composition specified in Article 7.1.3, the Directors might appoint a Member to fill a vacant position on the Board, however caused, for the remainder of the term.

If no Member is appointed, such a vacancy shall be filled at the next Annual General Meeting of the Members at which the Directors for the ensuing year are elected.

This does not apply to the position of immediate Past President. This position remains vacant until the conclusion of the current President's term.

If there is not a quorum of Directors, the remaining Directors shall forthwith call a General Meeting of the Members to fill any vacant position(s).

7.1.10.2 If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

7.1.11 Resignation of a Director

7.1.11.1 A Director, including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

7.1.12 Removal of a Director

7.1.12.1 Voting Members may remove any Director, including the President and the immediate Past President, whose conduct shall have been determined by a majority of Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the Bylaws of the Society, before the end of term.

7.1.12.2 No Director shall be removed without being notified of the charge of complaint against him and without having first been given an opportunity to be heard by the Directors at a Special Meeting called for that purpose.

7.1.12.3 The affirmation of at least two-thirds (2/3) of the vote cast by the Members attending the Special Meeting called in that matter is required to remove a Director.

7.1.13 Declaration of Vacancy

If any Member of the Board of Directors shall resign from office, or without reasonable excuse, be absent from three (3) or more meetings of the Board of Directors, or be removed from the Board, the Directors shall declare the office vacated and may appoint a successor in to hold office until the next annual general meeting.

7.1.14 Meetings of the Board

7.1.14.1 While the Board will meet as often as the business of the Society shall require, it will hold a minimum of eight (8) meetings each year.

7.1.14.2 Meetings of the Board are open to Members of the Society. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

7.1.14.3 The President calls the regular meetings.

7.1.14.4 The President also calls a special meeting if any two (2) Directors make a request in writing and state the business to be brought before the meeting.

7.1.14.5 Five (5) days' notice to each Director, by telephone or electronic mail, is required for meetings of the Board.

7.1.14.6 A Director may waive formal notice of a meeting.

7.1.14.7 A meeting of the Board may also be held by a conference call. Directors who participate in this call are considered present for the meeting.

7.1.14.8 Absence of the President

In the absence of the President, his duties may be performed by the Vice President and, in his absence, shall be performed by other Directors as the Board may from time to time appoint for the purpose.

7.1.14.9 A simple majority of the Directors comprising the Board constitutes a quorum.

7.1.14.10 If there is no quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors.

The failure to ratify such business shall render it null and void.

7.1.14.11 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a

Board meeting. The date on the resolution is the date it is passed.

7.1.14.12 Irregularities or errors committed in good faith do not invalidate acts done by any meeting of the Board.

7.1.15 Voting on Board Motions

7.1.15.1 Questions arising at any meeting of Directors shall be decided by a majority of votes.

7.1.15.2 Only Directors may vote.

7.1.15.3 Each Director, including the President and the Past President, has one (1) vote.

7.1.15.4 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

7.1.15.5 All votes at any such meeting shall be taken by ballot if so demanded by any Director present. If no demand is made, the vote shall be taken in the usual way, by a show of hands.

7.1.15.6 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.1.16 Protection and Indemnity of Directors and Officers

7.1.16.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.1.16.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

7.1.16.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.1.16.4 The Treasurer of the Association shall, at the expense of the Association, procure such liability insurance as from time to time may be required by the Board of Directors to carry out their duties

7.1.16.5 There is no protection for directors or officers for acts of fraud, dishonesty, and bad faith.

7.1.17 Remuneration

The members of the Board shall receive no remuneration for acting as such and no Director or Officer who is also a Director shall directly or indirectly receive any profit from his position as Director or Officer.

The activities of the Society are carried on without purpose of gain for its members and profits or other accretions of the organization shall not be used promoting their personal objectives.

Such action would constitute violation of the Bylaws and jeopardize the status of the Director according to the aforementioned procedure.

7.1.18 Appointment of Officers and Agents

The Board of Directors may from time to time appoint such Officers and agents and authorize the employment of such persons as they deem necessary to carry out the Objects of the Society and such Officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

7.2 Officers

7.2.1 The Officers of the Society are the President, Vice President, Secretary, Treasurer, the immediate Past-President, as well as such other Officers as the Board of Directors may determine from time to time.

7.2.2 At its first meeting after the Annual General Meeting, the Board elects, from among the Directors, all Officers, including the President, for the following year.

7.2.3 The Officers hold office until re-elected or until a successor is elected.

7.3 Duties of the Officers of the Society

7.3.1 The President:

- a) supervises the affairs of the Board,
- b) when present, chairs all meetings of the Society, the Board and the Executive Committee;

- c) prepares, with the Executive Director, all Executive and Board agendas;
- d) is an ex officio member of all Committees, except the Nominating Committee;
- e) acts as the official spokesperson for the Society;
- f) is the primary signing authority for the Society;
- g) coordinates the overall functioning of the Board and delegates duties accordingly; and,
- a) Carries out other duties assigned by the Board.

7.3.2 The Vice President:

- a) presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chair for the meeting.
- b) replaces the President at various functions when asked to do so by the President or the Board;
- c) chairs the Personnel Committee;
- d) is a member of the Executive Committee;
- e) represents the Standing Committees on the Executive Committee; and,
- a) carries out other duties assigned by the Board.

7.3.3 The Secretary:

- a) sends all notices of the various meetings, as required;
- b) attends all meetings of the Society, the Board and the Executive Committee,
- c) keeps accurate minutes of these meetings;
- d) is a member of the Executive Committee;
- e) has charge of the Board's and Society's correspondence;
- f) makes sure a record of names and addresses of all Members of the society is kept;
- g) makes sure all notices of various meetings are sent;
- h) makes sure annual fees are collected and deposited;
- i) keeps the Seal of the Society;

The Seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President;

- j) files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- k) collects and provides receipt for the annual dues or assessments levied by the Society, if any;
- l) remits monies to the Treasurer for deposit in a chartered bank; and,
- m) carries out other duties assigned by the Board.

In case of the absence of the Secretary, the duties of the Office shall be discharged by such Officer as may be appointed by the Board.

7.3.4 The Treasurer:

- a) makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- b) makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- c) makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- d) chairs the Finance Committee of the Board;
- e) is a member of the Executive Committee; and,
- f) Carries out other duties assigned by the Board.

7.3.5 The Past President:

- a) provides continuity in the Board of Directors
- b) chairs the nominating committee; and
- c) carries out other duties assigned by the Board.

7.4 Board Committees

7.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

7.4.2 Standing Committees

The Board establishes these standing committees:

- a) Executive Committee;
- b) Personnel Committee;
- c) Finance Committee; and,
- d) Nominating Committee.

7.4.2.1 The Executive Committee:

- a) consists of the President, Past President, Vice President, Secretary and the Treasurer;
- b) is responsible for:
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings; and,
 - carrying out other duties as assigned by the Board; and,

- c) shall meet as often as the business of the Society shall require. Meetings shall be called by the President or designate in the President's absence or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

An Officer may waive formal notice of a meeting.

7.4.2.2 The Personnel Committee:

- a) consists of the Vice President, who is the Chairperson and two (2) other Members appointed by the Board;
- b) is responsible for:
 - recommending a job description, qualifications, and performance appraisal system for the Executive Director;
 - interviewing applicants for the position of Executive Director of the Society and recommending an appointment to the Board;
 - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;
 - acting as a mediator for personnel problems;
 - recommending personnel policies for volunteers;
 - reporting on the year's activities at the Annual General Meeting; and,
 - carrying out other duties assigned by the board.

7.4.2.3 The Finance Committee:

- a) consists of the Treasurer, who is the Chair, and three (3) other Members appointed by the Board.
- b) is responsible for:
 - recommending budget policies to the Board;
 - investigating and making recommendations to the Board for acquiring funds and property;
 - recommending policies on disbursing and investing funds to the Board;
 - establishing policies for Board and committee expenditures;
 - arranging the annual audit of the books;
 - reporting on the year's activities at the Annual General Meeting; and,
 - carrying out other duties assigned by the Board.

7.4.2.4 The Nominating Committee:

- a) consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.
- b) is responsible for:
 - identification and recruitment of prospective Board members;
 - preparing a slate of nominees for the President's position;
 - preparing a slate of nominees for each vacant Director position;
 - orienting new board members; and,
 - presenting its recommendations to the Annual General Meeting.

7.4.3 List of Supplementary Committees

- Communication and Information Technology
- Membership and Finance
- Parks and Natural Spaces
- Planning and Development
- Sports and Recreation
- Volunteers

The Standing Committees shall act to provide the Society with information, training and services necessary for the prosperity of the Society. The Standing Committees shall recommend to programs to the Board of Directors that will improve the services provided by the Society to their members.

7.4.4 General Procedures for Committees

7.4.4.1 A Board Member chairs each committee created by the Board.

7.4.4.2 The Chair calls committee meetings. Each committee:

- a) records minutes of its meetings;
- b) distributes these minutes to the committee members and to the Chairs of all other committees; and,
- c) provides reports to each Board meeting at the Board's request.

7.4.4.3 The meeting Notice must be mailed or e-mailed five (5) business days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

7.4.4.4 A majority of the committee members present at a committee meeting is a quorum.

7.4.4.5 Each member of the committee, including the Chair, has one (1) vote at the committee meeting. The Chair does not have a casting vote in case of a tie.

7.5 The Executive Director

- 7.5.1 The Board may hire an Executive Director to carry out assigned duties
- 7.5.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.
- 7.5.3 The Executive Director acts as the Administrative Officer of the board in:
 - a) attending board, and other meetings, as required;
 - b) hiring, supervising, evaluating and releasing all other contractors;
 - c) interpreting and applying the Board's policies;
 - d) keeping the Board informed about the affairs of the Society;
 - e) maintaining the Society's books
 - f) preparing budgets for Board approval;
 - g) planning programs and services based on the Board's priorities; and,
 - h) carrying out other duties assigned by the Board.

8. Article 8 – Finance and Other Management Matters

8.1 The Registered Office

The Registered Office of the Society is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

8.2 Finance and Auditing

8.2.1 The Fiscal Year of the Society ends on December 31 of each year.

8.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit.

8.3 Seal of the Society

8.3.1 The Board may adopt a seal as the Seal of the Society.

8.3.2 The Secretary has control and custody of the Seal, unless the Board decides otherwise.

8.3.3 Only Officers authorized by the Board may use the Seal of the Society. The Board must pass a motion to name the authorized Officers.

8.4 Cheques and Contracts of the Society

- 8.4.1 Officers or other persons authorized to do so by resolution of the Board must sign all contracts of the Society.
- 8.4.2 The Board of Directors must approve all expenditures over \$200, but any planned expenditures may be approved in advance by acceptance and approval of a budget by the Directors.
- 8.4.3 Operations accounts may be established for any committee or for routine operations of the Society to which the Directors may transfer funds or allow funds to remain for approved budget expenditures. All other funds are to remain in the general account of the Society.
- 8.4.4 Any two of the following shall sign all the cheques on the general account and any operational account, with the provision that any cheque payable to the Executive Director shall not be signed by him/herself:
- President
 - Vice President
 - Treasurer
 - Secretary
 - Executive Director
- 8.4.5 Two signatures are required on all cheques.
- 8.4.6 The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances.

8.5 Borrowing

- 8.5.1 The Society may borrow or raise funds to meet its Objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security. No money shall be borrowed by the Society except with the approval of a Special Resolution of the members of the Society.
- 8.5.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society

8.6 Securities and Instruments

- 8.6.1 The President and Treasurer are authorized, on behalf of the Society, to assign securities or instruments held by the Society.

8.7 The Keeping and Inspection of the Books and Records of the Society

- 8.7.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 8.7.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 8.7.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- 8.7.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- 8.7.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 8.7.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.
- 8.7.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

8.8 Payments

- 8.8.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- 8.8.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

9. Article 9 – Amending the Bylaws

9.1 Cancelling, amending or adding Bylaws

These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.

9.2 Required notice to Amend Bylaws

The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

9.3 Changes to take effect

The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

10. Article 10 – Distributing Assets and Dissolving the Society

10.1 Benefit to Membership

The Society does not pay any dividends or distribute its property among its Members.

10.2 Distribution of assets

If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has Objects similar to those of the Tuscany Community Association.

10.3 Determination of Beneficiary Organization

Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2016/09/16

The Bylaws are filed as of 2016/09/16

Service Request Number: 25839145

Corporate Access Number: 508813888

Legal Entity Name: TUSCANY COMMUNITY ASSOCIATION

Legal Entity Status: Active

Fiscal Year End: 12/31

Annual Return

File Year	Date Filed
2016	2016/06/17
2015	2015/07/16
2014	2014/06/23

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Bylaws	10000400000047104	2000/04/11
Application	10000600000047103	2000/04/11
Supporting Documentation	10000100000047105	2000/04/11
Nuans	10000800000047102	2000/04/11
Notice of Address	10000801000413562	2001/10/17
Audited Financial Statement	10000601000340864	2002/06/25
Annual Return Form	10000201000340861	2002/06/25
Annual Return Form	10000904100057748	2004/09/27
Audited Financial Statement	10000704100057749	2004/09/27
Annual Return Form	10000504100057750	2004/09/27
Audited Financial Statement	10000704100057631	2004/09/27
Annual Return Form	10000504100057632	2004/09/27
Audited Financial Statement	10000304100057633	2004/09/27
Annual Return Form	10000406101889010	2006/08/24
Audited Financial Statement	10000206101889011	2006/08/24

Audited Financial Statement	10000306102193618	2006/09/25
Annual Return Form	10000906102193620	2006/09/25
Audited Financial Statement	10000807103671629	2008/02/01
Annual Return Form	10000007103671628	2008/02/01
Bylaws & Special Resolution	10000007103955429	2008/04/11
Annual Return Form	10000907107528434	2010/04/19
Audited Financial Statement	10000507107528431	2010/04/19
Annual Return Form	10000407109329864	2010/10/07
Audited Financial Statement	10000007109329861	2010/10/07
Annual Return Form	10000707112340112	2012/02/21
Audited Financial Statement	10000007112340115	2012/02/21
Annual Return Form	10000407112340118	2012/02/21
Audited Financial Statement	10000007112340083	2012/02/21
Notice of Address	10000707118801828	2014/05/02
Annual Return Form	10000207118801864	2014/05/22
Audited Financial Statement	10000807118801861	2014/05/22
Audited Financial Statement	10000007118801855	2014/05/22
Annual Return Form	10000407118801858	2014/05/22
Audited Financial Statement	10000807119197795	2014/06/23
Annual Return Form	10000207119197798	2014/06/23
Annual Return Form	10000107121834268	2015/07/16
Audited Financial Statement	10000907121834269	2015/07/16
Bylaws & Special Resolution	10000807120080054	2015/09/01
Audited Financial Statement	10000907123629945	2016/06/17
Annual Return Form	10000307123629948	2016/06/17
Bylaws & Special Resolution	10000107126603644	2016/09/16

Registration Authorized By: J. JOHN STONE
VICE-PRESIDENT